

1 UNITED STATES BANKRUPTCY COURT  
2 SOUTHERN DISTRICT OF NEW YORK

3 In re: ) Case No. 12-12020 (MG)  
4 RESIDENTIAL CAPITAL, LLC, *et al*, ) Chapter 11  
5 Debtors. ) Jointly Administered

6  
7 **AFFIDAVIT OF DISINTERESTEDNESS**

8 STATE OF OREGON )  
9 County of Multnomah ) ss:

10 William G. Fig, being duly sworn, upon his oath, deposes and says:

11 1. I am a partner of Sussman Shank LLP, located at 1000 SW Broadway,  
12 Suite 1400, Portland, OR 97205 (the "Firm").

13 2. The above-captioned debtors and debtors-in-possession (each a "Debtor"  
14 and collectively the "Debtors") have requested that the Firm provide legal services to the  
15 Debtors, and the Firm has consented to provide such services.

16 3. The Firm may have performed services in the past, may currently perform  
17 services, and may perform services in the future, in matters unrelated to the above-  
18 captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the  
19 Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in  
20 connection with these Chapter 11 Cases, or have any relationship with any such  
21 person, their attorneys, or accountants that would be adverse to the Debtors or their  
22 estates.

23 4. As part of its customary practice, the Firm is retained in cases,  
24 proceedings, and transactions involving many different parties, some of whom may  
25 represent or be employed by the Debtors, claimants, and parties in interest in these  
26 Chapter 11 Cases.

1 5. Neither I nor any partner of, or professional employed by, the Firm has  
2 agreed to share or will share any portion of the compensation to be received from the  
3 Debtors with any other person other than the principal and regular employees of the  
4 Firm.

5 6. Nether I nor any partner of, or professional employed by, the Firm, insofar  
6 as I have been able to ascertain, holds or represents any interest adverse to the  
7 Debtors or their estates with respect to the matter(s) upon which this Firm is to be  
8 employed.

9 7. The Debtors owed the Firm \$12,833.60 for prepetition services, the  
10 payment of which is subject to limitations contained in the United States Bankruptcy  
11 Code, 11 U.S.C. § 101, *et seq.*

12 8. As of the Petition Date, the Firm was not a party to an agreement for  
13 indemnification with certain of the Debtors.

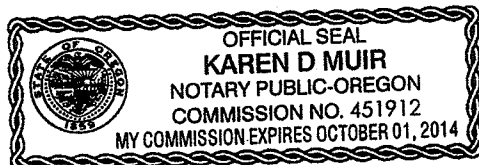
14 9. The Firm is conducting further inquiries regarding its retention by any  
15 creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the  
16 period of its employment, if the Firm should discover any facts bearing on the matters  
17 described herein, the Firm will supplement the information contained in this Affidavit.

18 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the  
19 foregoing is true and correct.

20 Executed on July 27, 2012.

21  
22 William G. Fig

23 SUBSCRIBED AND SWORN TO before me this 27<sup>th</sup> day of July, 2012.



27  
28 Notary Public for Oregon  
My Commission Expires: 10-1-14

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*In re Residential Capital, LLC, et al*  
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE<sup>1</sup>

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL, LLC, et al. (the "Debtors")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF. PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Sussman Shank LLP  
Suite 1400  
1000 SW Broadway  
Portland, OR 97205-3089

2. Date of original retention: The firm has handled occasional matters since 2002. The firm's work for debtors significantly increased in July 2011.

3. Brief description of legal services to be provided:

Litigation defense relating to the foreclosures of loans held or serviced by debtors.  
General business advice regarding Oregon and Washington foreclosures.

4. Arrangements for compensation (hourly, contingent, etc.)

- (a) Average hourly rate (if applicable): \$250 per hour
- (b) Estimated average monthly compensation (based on pre-petition retention if firm was employed prepetition): \$36,802.30 per month over the last calendar year.

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<sup>1</sup> All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

5. Prepetition claims against any of the Debtors held by the firm:

Amount of Claim: \$12,883.60

Date claim arose: April 30, 2012 and May 13, 2012

Source of claim: professional legal services provided after March 21, 2012.

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: N/A

Date Claim Arose: N/A

Source of Claim: N/A

7. Stock of any of the Debtors currently held by the firm:

Kind of Shares: N/A

No. of Shares: N/A

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: None known. It is possible that a member, associate or employee may have held or may hold stock of the Debtor as part of their 401 K.

Status: N/A

Kind of Shares: N/A

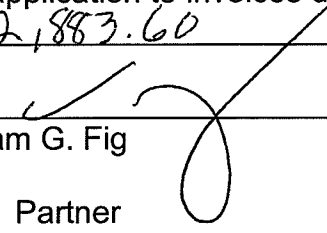
No. of Shares: N/A

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed: None.

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: \$ Ø

(b) Balance remaining after application to invoices due and owing prior  
to May 14, 2012: \$ 12,883.60

  
\_\_\_\_\_  
William G. Fig

Title: Partner